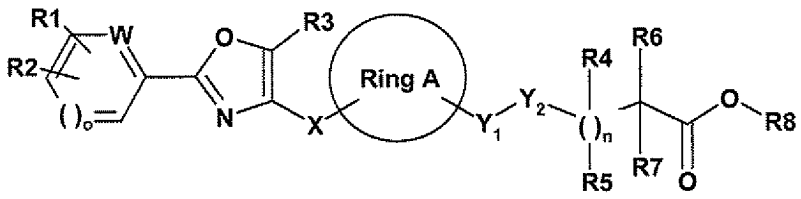
We claim:

1 (currently amended). A compound of the formula I




I

wherein:

Ring A is (C3-C8)-cycloalkanediyl or (C3-C8)-cycloalkenediyl~~, wherein one or more carbon atoms of said (C3-C8)-cycloalkanediyl and (C3-C8)-cycloalkenediyl groups are optionally replaced by oxygen atoms~~;

R1, R2 are each independently H, F, Cl, Br, $CF_3$, $OCF_3$, (C1-C6)-alkyl, O-(C1-C6)-alkyl, $SCF_3$, $SF_5$, $OCF_2$-$CHF_2$, (C6-C10)-aryl, (C6-C10)-aryloxy, OH or $NO_2$; or
R1 and R2, taken together with the atoms of the phenyl~~, pyridine, 1-H-pyrrole, thiophene or furan~~ ring**[[s]]** to which they are attached, form a fused, partially saturated or unsaturated, bicyclic (C6-C10)-aryl ~~or (C5-C11)-heteroaryl~~ group;

R3 is H, (C1-C6)-alkyl, (C3-C8)-cycloalkyl, (C1-C3)-alkyl-(C3-C8)-cycloalkyl, phenyl, (C1-C3)-alkyl-phenyl~~, (C5-C6)-heteroaryl, (C1-C3)-alkyl-(C5-C6)-heteroaryl~~ or (C1-C3)-alkyl which is fully or partially substituted by F;

W is CH ~~or N, if o = 1~~;

o is 1;

~~W is O, S or NR9, if o = 0;~~

X is (C1-C6)-alkanediyl, wherein one or more carbon atoms of said (C1-C6)-alkanediyl group are optionally replaced by oxygen atoms;

Y1 is O;

Y2 is CR12R13~~, SO or $SO_2$~~;

n is 0, 1 or 2;

R4 is H, F or (C1-C6)-alkyl;

R5 is H, F or (C1-C6)-alkyl;

R6 is H or (C1-C6)-alkyl; or is F if n is not 0;

R7 is ~~H, (C1-C6)-alkyl, (C2-C6)-alkenyl, (C2-C6)-alkynyl,~~ O-(C1-C6)-alkyl, ~~O-(C2-C6)-alkenyl, O-(C2-C6)-alkynyl, (C3-C8)-cycloalkyl, phenyl, (C5-C11)-heteroaryl, O-(C3-C8)-cycloalkyl or O-phenyl,~~

wherein said ~~(C1-C6)-alkyl, (C2-C6)-alkenyl, (C2-C6)-alkynyl,~~ O-(C1-C6)-alkyl~~, O-(C2-C6)-alkenyl, O-(C2-C6)-alkynyl, O-(C3-C8)-cycloalkyl and O-phenyl~~ group**[[**s are**]]** is optionally substituted by ~~OH, NR10R11, O-(C1-C6)-alkyl, O-(C2-C6)-alkenyl, O-(C2-C6)-alkynyl, (C3-C8)-cycloalkyl,~~ phenyl ~~or (C5-C11)-heteroaryl~~,

wherein said ~~(C3-C8)-cycloalkyl,~~ phenyl ~~and (C5-C11)-heteroaryl~~ group**[[**s are**]]** is optionally substituted by OH, NR10R11, O-(C1-C6)-alkyl, O-(C2-C6)-alkenyl, O-(C2-C6)-alkynyl, O-(C3-C8)-cycloalkyl, O-phenyl, O-(C5-C11)-heteroaryl or (C1-C6)-alkyl,

wherein said (C1-C6)-alkyl substituent is optionally substituted by F (fully or partially) or O-(C1-C6)-alkyl,

wherein said O-(C1-C6)-alkyl substituent is optionally substituted by F (fully or partially), Cl, Br, I, OH, NR10R11, CO-(C1-C6)-alkyl, CO-(C6-C10)-aryl, CO-(C1-C6)-alkyl-(C6-C10)-aryl, CO-(C5-C11)-heteroaryl, C(O)-O-(C1-C6)-alkyl, C(O)-O-(C1-C6)-alkyl-(C6-C10)-aryl, C(O)-O-(C6-C10)-aryl, C(O)-O-(C5-C11)-heteroaryl, $SO_2$-(C1-C6)-alkyl, $SO_2$-(C1-C6)-alkyl-(C6-C10)-aryl, $SO_2$-(C1-

C6)-alkyl-$SO_2$-(C1-C6)-alkyl, $SO_2$-(C6-C10)-aryl, $SO_2$-(C5-C11)-heteroaryl; ~~or~~

~~R6 and R7, together with the carbon atom to which they are attached, form a (C3-C8)-cycloalkyl group;~~

R8 is H or (C1-C6)-alkyl;

R9 is H or (C1-C6)-alkyl which is optionally substituted by phenyl;

R10 is H or (C1-C6)-alkyl which is optionally substituted by phenyl;

R11 is H or (C1-C6)-alkyl which is optionally substituted by phenyl;

R12 is H or (C1-C6)-alkyl;

R13 is H or (C1-C6)-alkyl;

and pharmaceutically acceptable salts thereof.

2. (currently amended) The compound of Claim 1 wherein:

Ring A is ($C_3$-$C_8$)-cycloalkanediyl or ($C_3$-$C_8$)-cycloalkenediyl~~, wherein one or more of the carbon atoms in said ($C_3$-$C_8$)-cycloalkanediyl or ($C_3$-$C_8$)-cycloalkenediyl groups are optionally replaced by oxygen atoms~~;

X is (C1-C6)-alkanediyl, wherein the C1 or C2 carbon atom (with respect to Ring A) in said (C1-C6)-alkanediyl group is optionally replaced by an oxygen atom;

and pharmaceutically acceptable salts thereof.

3. (currently amended) The compound of Claim 2 wherein:

Ring A is cis-cyclohexane-1,3-diyl;

R1, R2 are each independently H, F, CF3, (C1-C6)-alkyl, O-(C1-C6)-alkyl or phenyl, or

R1 and R2, taken together with the atoms of the phenyl ring to which they are attached, form naphthyl;

R3 is (C1-C6)-alkyl;

W is CH~~, if o = 1~~;

o is 1;

X is (CH2)O or CH2-O-CH2;

Y1 is O;

Y2 is CH2;

n is 0 or 1;

R4 is H;

R5 is H;

R6 is H;

R7 is ~~H, (C1-C6)-alkyl,~~ O-(C1-C6)-alkyl~~, (C1-C6)-alkyl-O-(C1-C6)-alkyl, (C2-C6)-alkenyl, O-(C2-C6)-alkenyl, O-(C2-C6)-alkynyl or CH2NR10R11~~,

wherein said ~~(C1-C6)-alkyl,~~ O-(C1-C6)-alkyl~~, (C2-C6)-alkenyl and O-(C2-C6)-alkenyl~~ group[[s are]] is optionally substituted by phenyl ~~or (C5-C6)-heteroaryl~~,

wherein said phenyl ~~and (C5-C6)-heteroaryl~~ group[[s are]] is optionally substituted by (C1-C6)-alkyl, O-(C1-C6)-alkyl or CF3; ~~or~~

~~R6 and R7, taken together with the carbon atom to which they are attached, form (C3-C6)-cycloalkyl;~~

R8 is H;

R10 is (C1-C6)-alkyl;

R11 is (C1-C6)-alkyl substituted by phenyl;

and pharmaceutically acceptable salt thereof.

4. (original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and one or more compounds of Claim 1.

5. (original) The pharmaceutical composition of Claim 4 further comprising at least one additional active ingredient.

6. (original) The pharmaceutical composition of Claim 5 wherein said additional active ingredient has favorable effects on metabolic disturbances or disorders.

7. (original) The pharmaceutical composition of Claim 5 wherein said additional active ingredient is an antidiabetic.

8. (original) The pharmaceutical composition of Claim 5 wherein said additional active ingredient is a lipid modulator.

9. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

10. (withdrawn) A method of treating disorders of insulin resistence comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

11. (withdrawn) A method of treating diabetes mellitus including the prevention of the squelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

12. (withdrawn) A method of treating dyslipidemia and squelae associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

13. (withdrawnl) A method of treating metabolic syndrome and conditions associated therewith comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1.

14. (withdrawn) A method of treating disorders of fatty acid metabolism and glucose utilization comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.

15. (withdrawn) A method of treating disorders of insulin resistance comprising administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 in combination with at least one further active compound.